

**PLEASE CAREFULLY REVIEW THIS OBJECTION AND THE ATTACHMENTS
HERETO TO DETERMINE WHETHER THIS OBJECTION
AFFECTS YOUR CLAIM(S)**

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Attorneys for Debtors
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**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

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: **Chapter 11 Case No.**
In re :
: **09-50026 (REG)**
MOTORS LIQUIDATION COMPANY, et al., :
f/k/a **General Motors Corp., et al.** :
: **(Jointly Administered)**
Debtors. :
:
-----x

NOTICE OF DEBTORS' 149TH OMNIBUS OBJECTION TO CLAIMS
(Claims for Equity Interests)

PLEASE TAKE NOTICE that on January 25, 2011, Motors Liquidation Company (f/k/a General Motors Corporation) and its affiliated debtors, as debtors in possession (the “**Debtors**”), filed their 149th omnibus objection to disallow certain claims¹ (the “**149th Omnibus Objection to Claims**”), and that a hearing (the “**Hearing**”) to consider the 149th

¹ Capitalized terms used herein and not otherwise defined herein shall have the meanings ascribed to such terms in the 149th Omnibus Objection to Claims.

Omnibus Objection to Claims will be held before the Honorable Robert E. Gerber, United States Bankruptcy Judge, in Room 621 of the United States Bankruptcy Court for the Southern District of New York, One Bowling Green, New York, New York 10004, on **March 1, 2011 at 9:45 a.m. (Eastern Time)**, or as soon thereafter as counsel may be heard.

PARTIES RECEIVING THIS NOTICE SHOULD REVIEW THE 149TH OMNIBUS OBJECTION TO CLAIMS TO SEE IF THEIR NAME(S) AND/OR CLAIM(S) ARE LOCATED IN THE OMNIBUS OBJECTION AND/OR IN EXHIBIT "A" ANNEXED THERETO.

PLEASE TAKE FURTHER NOTICE that any responses to the 149th Omnibus Objection to Claims must be in writing, shall conform to the Federal Rules of Bankruptcy Procedure and the Local Rules of the Bankruptcy Court, and shall be filed with the Bankruptcy Court (a) electronically in accordance with General Order M-399 (which can be found at www.nysb.uscourts.gov) by registered users of the Bankruptcy Court's filing system, and (b) by all other parties in interest, on a CD-ROM or 3.5 inch disk, in text-searchable portable document format (PDF) (with a hard copy delivered directly to Chambers), in accordance with the customary practices of the Bankruptcy Court and General Order M-399, to the extent applicable, and served in accordance with General Order M-399 and on (i) Weil, Gotshal & Manges LLP, attorneys for the Debtors, 767 Fifth Avenue, New York, New York 10153 (Attn: Harvey R. Miller, Esq., Stephen Karotkin, Esq., and Joseph H. Smolinsky, Esq.); (ii) the Debtors, c/o Motors Liquidation Company, 401 South Old Woodward Avenue, Suite 370, Birmingham, Michigan 48009 (Attn: Thomas Morrow); (iii) General Motors LLC, 400 Renaissance Center, Detroit, Michigan 48265 (Attn: Lawrence S. Buonomo, Esq.); (iv) Cadwalader, Wickersham & Taft LLP, attorneys for the United States Department of the Treasury, One World Financial Center, New York, New York 10281 (Attn: John J. Rapisardi, Esq.); (v) the United States Department of the Treasury, 1500 Pennsylvania Avenue NW, Room 2312, Washington, D.C.

20220 (Attn: Joseph Samarias, Esq.); (vi) Vedder Price, P.C., attorneys for Export Development Canada, 1633 Broadway, 47th Floor, New York, New York 10019 (Attn: Michael J. Edelman, Esq. and Michael L. Schein, Esq.); (vii) Kramer Levin Naftalis & Frankel LLP, attorneys for the statutory committee of unsecured creditors, 1177 Avenue of the Americas, New York, New York 10036 (Attn: Thomas Moers Mayer, Esq., Robert Schmidt, Esq., Lauren Macksoud, Esq., and Jennifer Sharret, Esq.); (viii) the Office of the United States Trustee for the Southern District of New York, 33 Whitehall Street, 21st Floor, New York, New York 10004 (Attn: Tracy Hope Davis, Esq.); (ix) the U.S. Attorney's Office, S.D.N.Y., 86 Chambers Street, Third Floor, New York, New York 10007 (Attn: David S. Jones, Esq. and Natalie Kuehler, Esq.); (x) Caplin & Drysdale, Chartered, attorneys for the official committee of unsecured creditors holding asbestos-related claims, 375 Park Avenue, 35th Floor, New York, New York 10152-3500 (Attn: Elihu Inselbuch, Esq. and Rita C. Tobin, Esq.) and One Thomas Circle, N.W., Suite 1100, Washington, DC 20005 (Attn: Trevor W. Swett III, Esq. and Kevin C. Maclay, Esq.); and (xi) Stutzman, Bromberg, Esserman & Plifka, A Professional Corporation, attorneys for Dean M. Trafelet in his capacity as the legal representative for future asbestos personal injury claimants, 2323 Bryan Street, Suite 2200, Dallas, Texas 75201 (Attn: Sander L. Esserman, Esq. and Robert T. Brousseau, Esq.), so as to be received no later than **February 22, 2011 at 4:00 p.m. (Eastern Time)** (the "**Response Deadline**").

PLEASE TAKE FURTHER NOTICE that if no responses are timely filed and served with respect to the 149th Omnibus Objection to Claims or any claim set forth thereon, the Debtors may, on or after the Response Deadline, submit to the Bankruptcy Court an order substantially in the form of the proposed order annexed to the 149th Omnibus Objection to Claims, which order may be entered with no further notice or opportunity to be heard offered to any party.

Dated: New York, New York
January 25, 2011

/s/ Joseph H. Smolinsky

Harvey R. Miller
Stephen Karotkin
Joseph H. Smolinsky

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Debtors in Possession

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

-----x
In re : Chapter 11 Case No.
: :
MOTORS LIQUIDATION COMPANY, *et al.* : 09-50026 (REG)
f/k/a General Motors Corp., *et al.* :
: :
Debtors. : (Jointly Administered)
:
-----x

DEBTORS' 149TH OMNIBUS OBJECTION TO CLAIMS
(Claims for Equity Interests)

THIS OBJECTION SEEKS TO DISALLOW CERTAIN FILED PROOFS OF CLAIM.
CLAIMANTS RECEIVING THIS OBJECTION SHOULD LOCATE THEIR NAMES AND CLAIMS ON THE
EXHIBIT ANNEXED TO THIS OBJECTION.

TO THE HONORABLE ROBERT E. GERBER,
UNITED STATES BANKRUPTCY JUDGE:

Motors Liquidation Company (f/k/a General Motors Corporation) ("MLC") and
its affiliated debtors, as debtors in possession (collectively, the "Debtors"), respectfully
represent:

Relief Requested

1. Prior to commencing these chapter 11 cases, the Debtors had issued hundreds of millions of shares of common equity that were held by a wide range of investors. In these chapter 11 cases, approximately 1,000 proofs of claim were filed against the Debtors that assert nothing more than the mere ownership of equity interests in the Debtors (the “**Claims for Equity Interests**”). The vast majority of the Claims for Equity Interests apparently were filed by holders of equity interests who erroneously believed that filing a proof of claim was necessary to preserve an entitlement to a potential distribution on account of their equity interests or erroneously believed that they could assert a claim for the purchase price of their equity interests. The Claims for Equity Interests are, however, objectionable because only a creditor may file a proof of claim, and an equity interest holder is not a creditor. Accordingly, the Claims for Equity Interests should be disallowed as claims and reclassified as equity interests, which will preserve for the holders of such claims any entitlement to a distribution solely on account of the ownership of equity interests.

2. The Debtors file this 149th omnibus objection (the “**149th Omnibus Objection to Claims**”) pursuant to section 502(b) of title 11 of the United States Code (the “**Bankruptcy Code**”) and Rule 3007(d) of the Federal Rules of Bankruptcy Procedure (the “**Bankruptcy Rules**”), seeking entry of an order disallowing the Claims for Equity Interests listed on **Exhibit “A”** annexed hereto, under the heading “*Claims to be Disallowed*,”¹ and reclassifying those Claims for Equity Interests as equity interests.

¹ Creditors can obtain copies of the cover page of any proof of claim filed against the Debtors’ bankruptcy estates on the Debtors’ claims register on the website maintained by the Debtors’ claims agent, www.motorsliquidation.com. A link to the claims register is located under the “Claims Information” tab. Creditors without access to the Internet may request a copy of the cover page of any proof of claim by mail to The Garden City Group, Inc., Motors Liquidation Company Claims Agent, P.O. Box 9386, Dublin, Ohio 43017-4286 or by calling The Garden City Group, Inc. at 1-703-286-6401.

Jurisdiction

3. This Court has jurisdiction to consider this matter pursuant to 28 U.S.C. §§ 157 and 1334. This is a core proceeding pursuant to 28 U.S.C. § 157(b).

Background

4. On June 1, 2009, four of the Debtors (the “**Initial Debtors**”)² commenced with this Court voluntary cases under chapter 11 of the Bankruptcy Code, and on October 9, 2009, two additional Debtors (the “**REALM/ENCORE Debtors**”)³ commenced with this Court voluntary cases under chapter 11 of the Bankruptcy Code, which cases are jointly administered with those of the Initial Debtors under Case Number 09-50026. On September 15, 2009, the Initial Debtors filed their schedules of assets and liabilities and statements of financial affairs, which were amended on October 4, 2009. On October 15, 2009, the REALM/ENCORE Debtors filed their schedules of assets and liabilities and statements of financial affairs.

5. On October 6, 2010, this Court entered an order approving procedures for the filing of omnibus objections to proofs of claim filed in these chapter 11 cases (the “**Procedures Order**”) (ECF No. 4180), which authorized the Debtors to file omnibus objections to claims on several grounds that are in addition to those grounds permitted under Bankruptcy Rule 3007(d).

The Relief Requested Should Be Approved by the Court

6. A filed proof of claim is “deemed allowed, unless a party in interest . . . objects.” 11 U.S.C. § 502(a). If an objection refuting at least one of the claim’s essential allegations is asserted, the claimant has the burden to demonstrate the validity of the claim. *See*

² The Initial Debtors are MLC, MLCS, LLC (f/k/a Saturn, LLC), MLCS Distribution Corporation (f/k/a Saturn Distribution Corporation), and MLC of Harlem, Inc. (f/k/a Chevrolet-Saturn of Harlem, Inc.).

³ The REALM/ENCORE Debtors are Remediation and Liability Management Company, Inc., and Environmental Corporate Remediation Company, Inc.

In re Oneida Ltd., 400 B.R. 384, 389 (Bankr. S.D.N.Y. 2009); *In re Adelphia Commc'n Corp.*, No. 02-41729, 2007 Bankr. LEXIS 660, at *15 (Bankr. S.D.N.Y. Feb. 20, 2007); *In re Rockefeller Ctr. Props.*, 272 B.R. 524, 539 (Bankr. S.D.N.Y. 2000).

7. Bankruptcy Rule 3007(d)(7) allows a debtor to file an omnibus objection to claims that are “are interests, rather than claims.” Fed. R. Bankr. P. 3007(d)(7). The rationale behind allowing a debtor to object to such claims is obvious. The Bankruptcy Code differentiates between a “claim” and an “equity security.” *See* 11 U.S.C. §§ 101(5), 101(16). Under the Bankruptcy Code, those who have “claims” against the Debtors are called “creditors” while those who hold “equity securities” are called “equity security holders.” *See id.* §§ 101(10), 101(17). While creditors were entitled to file proofs of claim to preserve their rights to distributions on account of their claims, equity security holders were not entitled to file proofs of claim to preserve their rights, if any, based solely on their ownership of equity interests. The filing of a proof of claim by an equity security holder for that purpose was neither necessary nor sufficient. *See McGimsey v. USA Capital Diversified Trust Deed Fund, LLC (In re USA Commercial Mortg. Co.)*, 377 B.R. 608, 615 (9th Cir. B.A.P. 2007) (“It is axiomatic that an allowed proof of claim requires something more than mere equity ownership”). While equity security holders in these chapter 11 cases were entitled, to the extent they held “claims” against the Debtors, to file a proof of claim to preserve such “claims,” which are distinct from rights arising solely from the ownership of equity interests, each of the Claims for Equity Interests assert only equity interests. As such, the Claims for Equity Interests should be disallowed and reclassified as equity interests. The reclassification of the Claims for Equity Interests to equity interests will preserve any entitlement the holders of Claims for Equity Interests have to a distribution, if any, solely on account of the ownership of equity interests.

Reservation of Rights

8. The Debtors reserve the right to object to any of the Claims for Equity Interests that are not disallowed in their entirety for any reason and to object on any basis to any of the Claims for Equity Interests that are reclassified as equity interests.

Notice

9. Notice of this 149th Omnibus Objection to Claims has been provided in accordance with the Fifth Amended Order Pursuant to 11 U.S.C. § 105(a) and Fed. R. Bankr. P. 1015(c) and 9007 Establishing Notice and Case Management Procedures, dated January 3, 2011 (ECF No. 8360). The Debtors submit that such notice is sufficient and no other or further notice need be provided.

10. No previous request for the relief sought herein has been made by the Debtors to this or any other Court.

WHEREFORE the Debtors respectfully request entry of an order granting the relief requested herein and such other and further relief as is just.

Dated: New York, New York
January 25, 2011

/s/ Joseph H. Smolinsky

Harvey R. Miller
Stephen Karotkin
Joseph H. Smolinsky

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767 Fifth Avenue
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and Debtors in Possession

CLAIMS TO BE DISALLOWED

Name and Address of Claimant	Claim #	Debtor	Claim Amount	Grounds For Objection	Objection Page Reference
GALVAN, EDWARD H 2530 STEVES AVE SAN ANTONIO, TX 78210	4424	Motors Liquidation Company	\$5,000.00	Equity Interest Claim	Pgs. 1-5
GANG XIE SCHLESIENSTR. 5 53119 BONN GERMANY , GERMANY	65510	Motors Liquidation Company	\$457.56	Equity Interest Claim	Pgs. 1-5
GARGANO, VINCENT F 3 BARBERRY LN CENTER MORICHES, NY 11934	14353	Motors Liquidation Company	\$0.00 Unliquidated	Equity Interest Claim	Pgs. 1-5
GARRETT, ROBERT G PO BOX 272 ALGONAC, MI 48001	1710	Motors Liquidation Company	\$0.00 Unliquidated	Equity Interest Claim	Pgs. 1-5
GARY ALBERTS 6537 VENTURA DR PITTSBURGH, PA 15236	7530	Motors Liquidation Company	\$190,474.28	Equity Interest Claim	Pgs. 1-5
GARY M WILES 10515 OAKFIELD DRIVE KEITHVILLE, LA 71047	68413	Motors Liquidation Company	\$33,314.20	Equity Interest Claim	Pgs. 1-5
GELAKOSKY, MARY C 19393 GOLFVIEW DR BIG RAPIDS, MI 49307	45268	Motors Liquidation Company	\$0.00 Unliquidated	Equity Interest Claim	Pgs. 1-5
GENOVA, ANDREW 13318 N MUNDY AVE BITELY, MI 49309	21884	Motors Liquidation Company	\$241,588.88	Equity Interest Claim	Pgs. 1-5
GEORGE A GEORGAS 4011 KENYON AVE LORAIN, OH 44053	8798	Motors Liquidation Company	\$26,124.95	Equity Interest Claim	Pgs. 1-5

(1) In the "Claim Amount" column, the amounts listed are taken directly from the proofs of claim, and thus replicate any mathematical errors on the proofs of claim. Where the claim amount is zero, unliquidated, unidentified, or otherwise cannot be determined, the amount listed is "0.00". For claims filed in a foreign currency, "Foreign Currency" is displayed in the "Claim Amount" column.

(2) Claims on the exhibit are sorted in alphabetical order based on the creditor name as listed on proof of claim form.

CLAIMS TO BE DISALLOWED

GEORGE DOLAN 20805 N 10TH AVE PHOENIX, AZ 85027	3247	Motor Liquidation Company	\$20,606.00	Equity Interest Claim	Pgs. 1-5
GEORGE DOLAN 20805 N 10TH AVE PHOENIX, AZ 85027	33233	Motor Liquidation Company	\$20,606.00	Equity Interest Claim	Pgs. 1-5
GEORGE DOUGLAS 398 LOTT SMITH RD NE BROOKHAVEN, MS 39601	4790	Motor Liquidation Company	\$98,577.30	Equity Interest Claim	Pgs. 1-5
GEORGE GREEN 1223 SPARTAN ST ARCATA, CA 95521	18796	Motor Liquidation Company	\$500.00	Equity Interest Claim	Pgs. 1-5
GEORGE H WOLF PO BOX 308 STEWARTSTOWN, PA 17363	7680	Motor Liquidation Company	\$11,460.00	Equity Interest Claim	Pgs. 1-5
GEORGE K THEOPHANOUS 851 SQUIRREL HILL DR BOARDMAN, OH 44512	64597	Motor Liquidation Company	\$275,143.58	Equity Interest Claim	Pgs. 1-5
GEORGE MORATO 1945 S OCEAN DR APT 1705 HALLANDALE, FL 33009 UNITED STATES OF AMERICA	17280	Motor Liquidation Company	\$5,110,000.00	Equity Interest Claim	Pgs. 1-5
GEORGEANNE GOULD MOSS 44 WINFIELD RD PRINCETON, NJ 08540	28213	Motor Liquidation Company	\$8,048.22	Equity Interest Claim	Pgs. 1-5
GEORGIA E MALAK 304 HILLCREST LN BRENHAM, TX 77833	45285	Motor Liquidation Company	\$0.00 Unliquidated	Equity Interest Claim	Pgs. 1-5
GERALD L CORPENING 826 HOUSTON LN LIBERTY, MO 64068	3711	Motor Liquidation Company	\$575.98	Equity Interest Claim	Pgs. 1-5

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CLAIMS TO BE DISALLOWED

GERALD MCGRAIN 1287 KENDRA LN HOWELL, MI 48843	69617	Motor Liquidation Company	\$0.00 Unliquidated	Equity Interest Claim	Pgs. 1-5
GERDA IDEN GAEDECHENSWEG 5 20249 HAMBURG GERMANY , GERMANY	63892	Motor Liquidation Company	\$11,125.29	Equity Interest Claim	Pgs. 1-5
GERHARD LOHMANN BIRKENWINKEL 11 D26209 HATTEN GERMANY , GERMANY	44460	Motor Liquidation Company	\$0.00 Unliquidated	Equity Interest Claim	Pgs. 1-5
GERTRUD AND HARRY STOTZER GROÙE BLEICHE 44 WHE 519 55116 MAINZ GERMANY , GERMANY	38153	Motor Liquidation Company	\$0.00 Unliquidated	Equity Interest Claim	Pgs. 1-5
GERTRUDE FOSTER 6110 SMITHS CREEK RD KIMBALL, MI 48074	68354	Motor Liquidation Company	\$4,820.00	Equity Interest Claim	Pgs. 1-5
GILBERT JR, CHARLES 2052 EVERGREEN DR AUSTELL, GA 30106	12296	Motor Liquidation Company	\$0.00 Unliquidated	Equity Interest Claim	Pgs. 1-5
GILBERTSON, KATHRYN K 218 E WASHINGTON ST MONTICELLO, IA 52310	3338	Motor Liquidation Company	\$35.18	Equity Interest Claim	Pgs. 1-5
GILL, SIDNEY 1241 S BEATRICE ST DETROIT, MI 48217	6537	Motor Liquidation Company	\$167.35	Equity Interest Claim	Pgs. 1-5
GILLEYLEN, CURTIS E 1118 BARRINGTON DR FLINT, MI 48503	14664	Motor Liquidation Company	\$0.00 Unliquidated	Equity Interest Claim	Pgs. 1-5

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CLAIMS TO BE DISALLOWED

GISELA & FRIEDRICH FRANK FLURWEG 6 D-95659 ARZBERG GERMANY , GERMANY	68760	Motor Liquidation Company	\$0.00 Unliquidated	Equity Interest Claim	Pgs. 1-5
GIUSEPPE TUNDO 13246 YVONNE DR WARREN, MI 48088	68911	Motor Liquidation Company	\$29,891.00	Equity Interest Claim	Pgs. 1-5
GLEN ROY BALKO GLEN & MARTY BALKO 7720 EL PADRE LANE DALLAS, TX 76248	9176	Motor Liquidation Company	\$6,750.40	Equity Interest Claim	Pgs. 1-5
GLENITH OSBORNE 26290 VAN HORN RD FLAT ROCK, MI 48134	44259	Motor Liquidation Company	\$0.00 Unliquidated	Equity Interest Claim	Pgs. 1-5
GLENN BRANCH 5401 TIMBER CREEK LANE N LITTLE ROCK, AR 72116	5302	Motor Liquidation Company	\$2,285.76	Equity Interest Claim	Pgs. 1-5
GOETZ G WILL AM MEILENHOFEN WEG 6 92348 BERG GERMANY , GERMANY	46081	Motor Liquidation Company	Unliquidated Foreign Currency	Equity Interest Claim	Pgs. 1-5
GRAY, HELEN J 8946 EDGEWATER DR STANWOOD, MI 49346	22463	Motor Liquidation Company	\$1,457.95	Equity Interest Claim	Pgs. 1-5
GRAY, RALPH C 10242 S PRAIRIE AVE CHICAGO, IL 60628	8813	Motor Liquidation Company	\$200.00	Equity Interest Claim	Pgs. 1-5
GRAY, ROBERT C 8946 EDGEWATER DR STANWOOD, MI 49346	22464	Motor Liquidation Company	\$0.00 Unliquidated	Equity Interest Claim	Pgs. 1-5
GRAYS, LEO 3248 W 29TH ST INDIANAPOLIS, IN 46222	8786	Motor Liquidation Company	\$0.00 Unliquidated	Equity Interest Claim	Pgs. 1-5

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CLAIMS TO BE DISALLOWED

GREGORY MACHAK 305 HARTZELL AVE NILES, OH 44446	30005	Motor Liquidation Company	\$16,532.55	Equity Interest Claim	Pgs. 1-5
GROSSMAN NEIL 9253 N HILLTOP CT FRESNO, CA 93720	29595	Motor Liquidation Company	\$0.00 Unliquidated	Equity Interest Claim	Pgs. 1-5
GUGLIELMETTI, JUDITH K 32719 STRICKER DR WARREN, MI 48088	18757	Motor Liquidation Company	\$0.00 Unliquidated	Equity Interest Claim	Pgs. 1-5
GUNTHER KUSCHE KAMPWEG 19A 30823 GARBSEN, GERMANY , GERMANY	23085	Motor Liquidation Company	\$0.00 Unliquidated	Equity Interest Claim	Pgs. 1-5
GUNTHER SEIDEL FRIEDRICH-MENGES-G 29 D-47809 KREFELD GERMANY , GERMANY	60708	Motor Liquidation Company	Unliquidated Foreign Currency	Equity Interest Claim	Pgs. 1-5
HAGENE, CLARENCE R 2633 GORDA BELLA AVE ST AUGUSTINE, FL 32086	33276	Motor Liquidation Company	\$0.00 Unliquidated	Equity Interest Claim	Pgs. 1-5
HAKI GOK WALDSTR 245 63071 OFFENBACH GERMANY , GERMANY	67889	Motor Liquidation Company	Unliquidated Foreign Currency	Equity Interest Claim	Pgs. 1-5
HAMM SUSAN D 10627 THORPE AVE SAINT LOUIS, MO 63114	64251	Motor Liquidation Company	\$200,133.20	Equity Interest Claim	Pgs. 1-5
HANKINS, MARY R DR MARGARET A KENNARD 33336 JEFFERSON AVENUE ST CLR SHORES, MI 48082	16308	Motor Liquidation Company	\$669.50	Equity Interest Claim	Pgs. 1-5
HANS NEU MAIENBOSS 20 24576 BAD BRAMSTEDT GERMANY , GERMANY	63905	Motor Liquidation Company	\$2,000.00	Equity Interest Claim	Pgs. 1-5

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CLAIMS TO BE DISALLOWED

HANS-JOACHIM PAUL FRIEDRICH-SCHAEFER-STR 4 38304 WOLFENBUETTEL GERMANY , GERMANY	28631	Motor Liquidation Company	\$5,998.92	Equity Interest Claim	Pgs. 1-5
HANS-PETER HERTER LICHTENSTEINSTR 14 72531 HOHENSTEIN GERMANY , GERMANY	62650	Motor Liquidation Company	Unliquidated	Equity Interest Claim	Pgs. 1-5 Foreign Currency
HARCOURT, STEVEN 55159 RIFLE CT MACOMB, MI 48042	68165	Motor Liquidation Company	\$23,394.42	Equity Interest Claim	Pgs. 1-5
HARDY, MAXINE MARC HARDY 651 E 97TH ST CLEVELAND, OH 44108	16982	Motor Liquidation Company	\$0.00	Equity Interest Claim	Pgs. 1-5 Unliquidated
HARIDAS M SHAH 12 COLASURDO CT EDISON, NJ 08820	20037	Motor Liquidation Company	\$0.00	Equity Interest Claim	Pgs. 1-5 Unliquidated
HARLEY HILDEBRAND 1217 MARBLE ST WENATCHEE, WA 98801 UNITED STATES OF AMERICA	4676	Motor Liquidation Company	\$15,545.27	Equity Interest Claim	Pgs. 1-5
HAROLD HOLZBACH 1592 NILES CORTLAND RD NE WARREN, OH 44484	22104	Motor Liquidation Company	\$9,056.56	Equity Interest Claim	Pgs. 1-5
HARRIS DARRIN A 17300 SANTA ROSA DR DETROIT, MI 48221	44851	Motor Liquidation Company	\$62,230.00	Equity Interest Claim	Pgs. 1-5
HARRISON-ANTHONY, CARMELLA PO BOX 110 DAYTON, OH 45405	17764	Motor Liquidation Company	\$0.00	Equity Interest Claim	Pgs. 1-5 Unliquidated
HARTMUT HEPP HAUPSTR 87 42799 LEICHLINGEN GERMANY , GERMANY	68410	Motor Liquidation Company	Unliquidated	Equity Interest Claim	Pgs. 1-5 Foreign Currency

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CLAIMS TO BE DISALLOWED

HARTMUT LUDWIG YORCKSTRASSE 38 08523 PLAUEN GERMANY , GERMANY	68944	Motor Liquidation Company	\$200.00	Equity Interest Claim	Pgs. 1-5
HARTNAGEL, ROBERT W 7605 CARTA VALLEY DR DALLAS, TX 75248	23422	Motor Liquidation Company	\$0.00 Unliquidated	Equity Interest Claim	Pgs. 1-5
HARVEY STEINBERG 4224 FRUITVALE AVE OAKLAND, CA 94602	9385	Motor Liquidation Company	\$9,975.00	Equity Interest Claim	Pgs. 1-5
HATTEN, GWENDOLYN PO BOX 19134 SHREVEPORT, LA 71149	22799	Motor Liquidation Company	\$3,344.26	Equity Interest Claim	Pgs. 1-5
HATTIE ELLISON 32 WORCESTER PL BUFFALO, NY 14215	62222	Motor Liquidation Company	\$70.00	Equity Interest Claim	Pgs. 1-5
HAUBENSTRICKER RALPH J 9520 JUNCTION RD FRANKENMUTH, MI 48734	8089	Motor Liquidation Company	\$13,962.00	Equity Interest Claim	Pgs. 1-5
HEATH, ADELE H 9 WALSH WAY MORRIS PLAINS, NJ 07950	31516	Motor Liquidation Company	\$591.00	Equity Interest Claim	Pgs. 1-5
HECTOR DEL VALLE & LEONA DEL VALLE JTWROS 36 CIRCLE DR GLEN COVE, NY 11542	4120	Motor Liquidation Company	\$0.00 Unliquidated	Equity Interest Claim	Pgs. 1-5
HEDLUND, FRANCES H 41191 CARDINAL FLOWER DRIVE MURRIETA, CA 92562	45597	Motor Liquidation Company	\$32,990.83	Equity Interest Claim	Pgs. 1-5
HEFFORD, MARY R 8238 KALTZ CENTER LINE, MI 48015	65272	Motor Liquidation Company	\$0.00 Unliquidated	Equity Interest Claim	Pgs. 1-5

(1) In the "Claim Amount" column, the amounts listed are taken directly from the proofs of claim, and thus replicate any mathematical errors on the proofs of claim. Where the claim amount is zero, unliquidated, unidentified, or otherwise cannot be determined, the amount listed is "0.00". For claims filed in a foreign currency, "Foreign Currency" is displayed in the "Claim Amount" column.

(2) Claims on the exhibit are sorted in alphabetical order based on the creditor name as listed on proof of claim form.

CLAIMS TO BE DISALLOWED

HEINZ GIESERS LOBICHENSTR 11 07422 BAD BLANKENBURG GERMANY , GERMANY	68577	Motor Liquidation Company	Unliquidated	Equity Interest Claim	Pgs. 1-5
Foreign Currency					
HEJL JR, JOSEPH A 48398 NEWCASTLE CT SHELBY TOWNSHIP, MI 48315	62988	Motor Liquidation Company	\$2,512.69	Equity Interest Claim	Pgs. 1-5
HELEN & KURT SALM 11 WESTVIEW DRIVE APT A BLOOMFIELD, CT 06002	11507	Motor Liquidation Company	\$14,001.00	Equity Interest Claim	Pgs. 1-5
HELEN A. WOLNIAK 20014 EVERETT LANE MOKENA, IL 60448	12805	Motor Liquidation Company	\$557.56	Equity Interest Claim	Pgs. 1-5
HELEN M GETTY HELEN M GETTY 139 WESTVIEW DR ELIZABETHTOWN, PA 17022	45782	Motor Liquidation Company	\$3,600.86	Equity Interest Claim	Pgs. 1-5
HELEN SHORNA DALEY TRUST 323 S 28TH ST LA CROSSE, WI 54601	4278	Motor Liquidation Company	\$19,777.81	Equity Interest Claim	Pgs. 1-5
HELmut LITZENBERG ST JOHANN 6 - APP 185 D-91056 ERLANGEN GERMANY , GERMANY	29638	Motor Liquidation Company	Unliquidated	Equity Interest Claim	Pgs. 1-5
Foreign Currency					
HELmut REISS THOMAESTR 6 65193 WIESBADEN GERMANY , GERMANY	68763	Motor Liquidation Company	\$6,525.00	Equity Interest Claim	Pgs. 1-5
HENEGAN, JOHN A 421 TORY AVE BRONX, NY 10473	28971	Motor Liquidation Company	\$2,565.00 Unliquidated	Equity Interest Claim	Pgs. 1-5
HENRY L BEAUDRY 37 PARKY DR ENFIELD, CT 06082	14837	Motor Liquidation Company	\$0.00 Unliquidated	Equity Interest Claim	Pgs. 1-5

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CLAIMS TO BE DISALLOWED

HERBERT KLEINPASS WESERSTR 46 47137 DUISBURG GERMANY , GERMANY	65047	Motor Liquidation Company	Unliquidated	Equity Interest Claim	Pgs. 1-5
Foreign Currency					
HERBERT VESTI WILHELM JOST RING 6 1231 BAD NAUHEIM GERMANY , GERMANY	64168	Motor Liquidation Company	\$587.85	Equity Interest Claim	Pgs. 1-5
HINKLE, JAMES C 23701 HARVEST DR NOVI, MI 48375	2200	Motor Liquidation Company	\$0.00	Equity Interest Claim	Pgs. 1-5
HOOVER, JAMES A 441 OLIVER DR ELIZABETH, PA 15037	10189	Motor Liquidation Company	\$5,300.00	Equity Interest Claim	Pgs. 1-5
HORST WEILER RHEINGRAFENSTR 41 D-55286 WORRSTADT GERMANY , GERMANY	30203	Motor Liquidation Company	Unliquidated	Equity Interest Claim	Pgs. 1-5
Foreign Currency					
HOUSTON, GAIL K 4935 N PERRY DR BEVERLY HILLS, FL 34465	4322	Motor Liquidation Company	\$1,000.00	Equity Interest Claim	Pgs. 1-5
HOWARD L REY 1725 N VIA MIRALESTE #2112 PALM SPRINGS, CA 92262	45770	Motor Liquidation Company	\$0.00	Equity Interest Claim	Pgs. 1-5
HUGHES, HENRY J 34021 SEQUOIA ST WESTLAND, MI 48185	12324	Motor Liquidation Company	\$15,450.00	Equity Interest Claim	Pgs. 1-5
HUMPHREY, DANIEL 3718 GLOUCESTER ST FLINT, MI 48503	10771	Motor Liquidation Company	\$0.00	Equity Interest Claim	Pgs. 1-5
HYLAND, OREN L 530 AUSTIN DR CHARLOTTE, NC 28213	18848	Motor Liquidation Company	\$14,234.00	Equity Interest Claim	Pgs. 1-5

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CLAIMS TO BE DISALLOWED

ILA NELSON 403 FOURTH AVENUE BRADLEY BEACH, NJ 07720	70237	Motors Liquidation Company	\$18,600.00	Equity Interest Claim	Pgs. 1-5
ILENE RISNER 6118 MILLBROOK DR DAYTON, OH 45459	9788	Motors Liquidation Company	\$0.00 Unliquidated	Equity Interest Claim	Pgs. 1-5
ILONA KUTGER SCHWALBENSTR 1D 63454 HANAU GERMANY , GERMANY	31484	Motors Liquidation Company	Unliquidated Foreign Currency	Equity Interest Claim	Pgs. 1-5
INGO GOLDAMMER LUTZOWSTR 28 40476 DUSSELDORF GERMANY , GERMANY	64881	Motors Liquidation Company	\$867.63	Equity Interest Claim	Pgs. 1-5
IRMGARD J HERMANN 13 COURTER RD FRANKLIN LKS, NJ 07417	45170	Motors Liquidation Company	\$21,290.54	Equity Interest Claim	Pgs. 1-5
J N WHEATLEY & K R WHEATLEY & S WILSON & M WHEELER JT TEN 130 OSCAR GRAY ROAD HOT SPRINGS, AR 71913	12153	Motors Liquidation Company	\$2,409.60	Equity Interest Claim	Pgs. 1-5
JACK D ENRIGHT & PATRICIA A ENRIGHT TTEE J & P ENRIGHT REV LIV TRUST DTD 11-13-2008 881 WILLIAM DR LIVERMORE, CA 94550	69406	Motors Liquidation Company	\$2,325.00	Equity Interest Claim	Pgs. 1-5
JACKETT, HELEN M 6147 GAITWAY DR GRAND BLANC, MI 48439	28976	Motors Liquidation Company	\$0.00 Unliquidated	Equity Interest Claim	Pgs. 1-5
JACKETT, RONALD P 6147 GAITWAY DR GRAND BLANC, MI 48439	28975	Motors Liquidation Company	\$0.00 Unliquidated	Equity Interest Claim	Pgs. 1-5
JACKSON, WILLIAM L 901 S HANCOCK AVE SEDALIA, MO 65301	6358	Motors Liquidation Company	\$0.00 Unliquidated	Equity Interest Claim	Pgs. 1-5

(1) In the "Claim Amount" column, the amounts listed are taken directly from the proofs of claim, and thus replicate any mathematical errors on the proofs of claim. Where the claim amount is zero, unliquidated, unidentified, or otherwise cannot be determined, the amount listed is "0.00". For claims filed in a foreign currency, "Foreign Currency" is displayed in the "Claim Amount" column.

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CLAIMS TO BE DISALLOWED

JACOB GOLD 1069 58TH ST BROOKLYN, NY 11219	68888	Motor Liquidation Company	\$0.00 Unliquidated	Equity Interest Claim	Pgs. 1-5
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JAIME L SARTE NORMA SARTE 425 S HUDSON AVE APT 7 PASADENA, CA 91101	45276	Motor Liquidation Company	\$0.00 Unliquidated	Equity Interest Claim	Pgs. 1-5
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(1) In the "Claim Amount" column, the amounts listed are taken directly from the proofs of claim, and thus replicate any mathematical errors on the proofs of claim. Where the claim amount is zero, unliquidated, unidentified, or otherwise cannot be determined, the amount listed is "0.00". For claims filed in a foreign currency, "Foreign Currency" is displayed in the "Claim Amount" column.

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UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

	-----x
In re	:
	:
MOTORS LIQUIDATION COMPANY, <i>et al.</i>, f/k/a General Motors Corp., <i>et al.</i>	:
	:
Debtors.	:
	:
	(Jointly Administered)
	:
	-----x

ORDER GRANTING DEBTORS' 149TH OMNIBUS OBJECTION TO CLAIMS
(Claims for Equity Interests)

Upon the 149th omnibus objection, dated January 25, 2011 (the “**149th Omnibus Objection to Claims**”), of Motors Liquidation Company (f/k/a General Motors Corporation) and its affiliated debtors, as debtors in possession (collectively, the “**Debtors**”), pursuant to section 502(b) of title 11, United States Code (the “**Bankruptcy Code**”), Rule 3007(d) of the Federal Rules of Bankruptcy Procedure (the “**Bankruptcy Rules**”), seeking entry of an order disallowing the Claims for Equity Interests,¹ and reclassifying those Claims for Equity Interests as equity interests, all as more fully described in the 149th Omnibus Objection to Claims; and due and proper notice of the 149th Omnibus Objection to Claims having been provided, and it appearing that no other or further notice need be provided; and the Court having found and determined that the relief sought in the 149th Omnibus Objection to Claims is in the best interests of the Debtors, their estates, creditors, and all parties in interest and that the legal and factual bases set forth in the

¹ Capitalized terms used herein and not otherwise defined herein shall have the meanings ascribed to such terms in the 149th Omnibus Objection to Claims.

149th Omnibus Objection to Claims establish just cause for the relief granted herein; and after due deliberation and sufficient cause appearing therefor, it is

ORDERED that the relief requested in the 149th Omnibus Objection to Claims is granted to the extent provided herein; and it is further

ORDERED that, pursuant to section 502(b) of the Bankruptcy Code, the claims listed on **Exhibit “A”** (the “**Order Exhibit**”) annexed hereto under the heading “*Claims to be Disallowed*” are disallowed and reclassified as equity interests; and it is further

ORDERED that this Order has no res judicata, estoppel, or other effect on the validity, allowance, or disallowance of, and all rights to object on any basis are expressly reserved with respect to, any claims listed on Exhibit “A” annexed to the 149th Omnibus Objection to Claims under the heading “*Claims to be Disallowed*” that are not disallowed pursuant to this Order, and any of the Claims for Equity Interests that are reclassified as equity interests; and it is further

ORDERED that this Court shall retain jurisdiction to hear and determine all matters arising from or related to this Order.

Dated: New York, New York
_____, 2011

United States Bankruptcy Judge